



State of Utah  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt  
Governor

Kathleen Clarke  
Executive Director

Lowell P. Braxton  
Division Director

1594 West North Temple, Suite 1210  
PO Box 145801  
Salt Lake City, Utah 84114-5801  
801-538-5340  
801-359-3940 (Fax)  
801-538-7223 (TDD)

February 8, 2002

Mr. Chris McCourt  
SF Phosphates Limited Company  
9401 North Highway 191  
Vernal, Utah 84078-7802

Re: Formal Approval of Notice of Intention to Revise Large Mining Operations and Form and Amount of Reclamation Surety, SF Phosphate Limited Company, Vernal Phosphate Operations, M/047/007, Uintah County, Utah

Dear Mr. McCourt:

On December 12, 2001, the Director of the Division of Oil, Gas and Mining formally approved the form and amount of reclamation surety for the revision to SF Phosphate's Vernal Phosphate Operations. The reclamation surety in the amount of \$2,336,000.00 is in the form of a surety bond #103446665 issued by Travelers Casualty and Surety Company America.

The Division's tentative approval was published December 20, 2001, which began the 30-day public comment period. No adverse comments were received. *The Division hereby grants its final approval of your large mining notice of intention and the revised reclamation surety for the Vernal Phosphate Operations.* You may now begin mining operations as outlined in your revision. Please be advised that you must also acquire formal approval from the Bureau of Land Management before beginning mining operations on federally managed minerals or surface lands.

Enclosed, please find copies of the fully signed and executed Reclamation Contract and surety bond forms w/two riders for your files.

Thank you for your help and patience in finalizing this permitting action. Please call me at 801-538-5286 if you have any questions in this regard.

Sincerely,

D. Wayne Hedberg  
Permit Supervisor  
Minerals Regulatory Program

jb

Enclosure: Copies of RC & surety w/riders

cc: Pete Sokolosky, BLM, Vernal FO w/encl.  
m47-07app.doc

FORM MR-RC  
Revised January 18, 2000  
RECLAMATION CONTRACT

File Number M/047/007

Effective Date Dec 12, 2001

Other Agency File Number \_\_\_\_\_

**RECEIVED**

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION of OIL, GAS and MINING  
1594 West North Temple Suite 1210  
Box 145801  
Salt Lake City, Utah 84114-5801  
(801) 538-5291  
Fax: (801) 359-3940

NOV 19 2001

DIVISION OF  
OIL, GAS AND MINING

RECLAMATION CONTRACT

---ooOoo---

For the purpose of this RECLAMATION CONTRACT the terms below are defined as follows:

"NOTICE OF INTENTION" (NOI): (File No.)  
(Mineral Mined)

M/047/007  
Phosphate

"MINE LOCATION":  
(Name of Mine)  
(Description)

Vernal Phosphates Operation  
11 miles North of Vernal, Utah  
in Uintah County

"DISTURBED AREA":  
(Disturbed Acres)  
(Legal Description)

1,159.9 acres of which 23.8 acres is BLM  
(refer to Attachment "A")

"OPERATOR":  
(Company or Name)  
(Address)

SF Phosphates Limited Company  
9401 North Highway 191  
Vernal, UT 84078

(Phone)

(435) 789-7795

**"OPERATOR'S REGISTERED AGENT":**

(Name)  
(Address)

William H. Adams / Attorney  
170 South Main, Suite 1225  
SLC, UT 84101

(Phone)

(801) 359-1980

**"OPERATOR'S OFFICER(S)":**

Martin Hunt  
Vice President of Operations

**"SURETY":**

(Form of Surety - Attachment B)

Surety Bond

**"SURETY COMPANY":**

(Name, Policy or Acct. No.)

Travelers Casualty & Surety Co. America

**"SURETY AMOUNT":**

(Escalated Dollars)

\$2,336,000.00

**"ESCALATION YEAR":**

2004

**"STATE":**

State of Utah

**"DIVISION":**

Division of Oil, Gas and Mining

**"BOARD":**

Board of Oil, Gas and Mining

**ATTACHMENTS:**

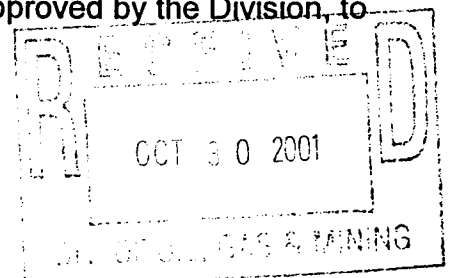
A "DISTURBED AREA":

B "SURETY":

This Reclamation Contract (hereinafter referred to as "Contract") is entered into between SF Phosphates the "Operator" and the Utah State Division of Oil, Gas and Mining ("Division").

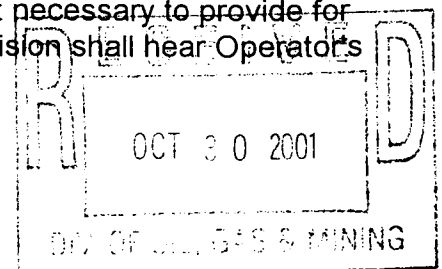
WHEREAS, Operator desires to conduct mining operations under Notice of Intention (NOI) File No. M/047/007 which has been approved by the Utah State Division of Oil, Gas and Mining under the Utah Mined Land Reclamation Act, Sections 40-8-1 et seq., Utah Code Annotated, (1953, as amended) (hereinafter referred to as "Act") and implementing rules; and

WHEREAS, Operator is obligated to reclaim that area described as the Disturbed Area as set forth and in accordance with Operator's approved Reclamation Plan, and Operator is obligated to provide surety in form and amount approved by the Division, to assure reclamation of the Disturbed Area.



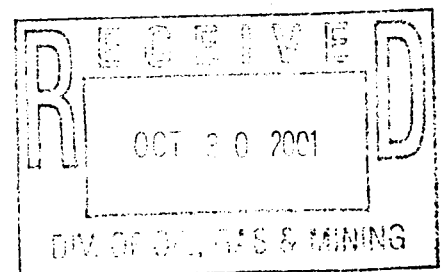
NOW, THEREFORE, the Division and the Operator agree as follows:

1. Operator agrees to conduct reclamation of the Disturbed Area in accordance with the Act and implementing regulations, the original Notice of Intention dated June 20, 1977, and the original Reclamation Plan dated June 20, 1977. The Notice of Intention as amended, and the Reclamation Plan, as amended, are incorporated by this reference and made a part hereof.
2. Concurrent with the execution hereof, Operator has provided surety to assure that reclamation is conducted, in form and amount acceptable to the Division. Such surety as evidenced by the Surety Contract is in the form of the surety attached hereto as Attachment B and made a part hereof. The Surety Contract shall remain in full force and effect according to its terms unless modified by the Division in writing. If the Surety Contract expressly provides for cancellation, then, within 60 days following the Division's receipt of notice that the Surety Company intends to cancel the Surety Contract, the Operator shall provide a replacement Surety Contract in a form and amount reasonably acceptable to the Division. If the Operator fails to provide an acceptable replacement Surety Contract, the Division may order the Operator to cease further mining activities and to begin immediate reclamation of the Disturbed Area.
3. Operator agrees to pay legally determined public liability and property damage claims resulting from mining to the extent provided in Section 40-8-7(1)(e) of the Act.
4. Operator agrees to perform all duties and fulfill all reclamation requirements applicable to the mine as required by the Act and implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended.
5. The Operator's liability under this Contract shall continue in full force and effect until the Division certifies that the Operator has reclaimed the Disturbed Area in accordance with the Act and implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended.
6. If reclamation of discrete sections of the Disturbed Area is completed to the satisfaction of the Division, and the Division finds that such sections are severable from the remainder of the Disturbed Area, Operator may request the Division to certify that Operator has reclaimed such discrete sections of the Disturbed Area in accordance with the Act and Implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended. If the Division makes such certification, Operator may make request to the Division that the aggregate face amount of the Surety Contract provided pursuant to paragraph 2 be reduced to an amount necessary to provide for completion of the remaining reclamation. The Division shall hear Operator's



request for such reduction in accordance with the Board's Procedural Rules concerning requests for Agency Action.

7. Operator agrees to indemnify and hold harmless the State, Board and the Division from any claim, demand, liability, cost, charge, suit, or obligation of whatsoever nature arising from the failure of Operator or Operator's agents and employees, or contractors to comply with this Contract.
8. Operator may, at any time, submit a request to the Division to substitute surety. The Division may approve such substitution if the substitute surety meets the requirements of the Act and the implementing rules.
9. This Contract shall be governed and construed in accordance with the laws of the State of Utah.
10. If Operator shall default in the performance of its obligations hereunder, Operator agrees to pay all costs and expenses, including reasonable attorney's fees and costs incurred by the Division and/or the Board in the enforcement of this Contract.
11. Any breach that the Division finds to be material of the provisions of this Contract by Operator may, at the discretion of the Division, result in an order to cease mining operations. After opportunity for notice and hearing, the Board of Oil, Gas and Mining may enter an order to revoke the Notice of Intention, order reclamation, or order forfeiture of the Surety Contract, or take such other action as is authorized by law.
12. In the event of forfeiture of the Surety Contract, Operator shall be liable for any additional costs in excess of the surety amount which are required to comply with this Contract. Any excess monies resulting from forfeiture of the Surety Contract, upon completion of reclamation and compliance with this Contract, shall be returned to the rightful claimant.
13. This Contract including the Notice of Intention, as amended and the Reclamation Plan, as amended, represents the entire agreement of the parties involved, and any modification must be approved in writing by the parties involved.
14. Each signatory below represents that he/she is authorized to execute this Contract on behalf of the named party.



OPERATOR:

SF Phosphates Limited Company  
Operator Name

By M. D. HUNT  
Authorized Officer (Typed or Printed)

VP Operations  
Authorized Officer - Position

M. D. Hunt  
Officer's Signature

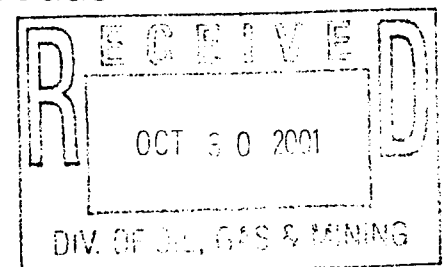
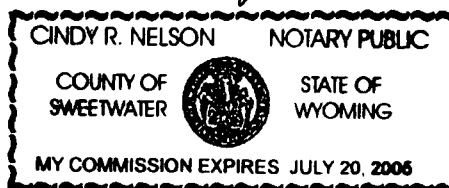
10/24/01  
Date

STATE OF Wyoming )  
COUNTY OF Sweetwater ) ss:

On the 24<sup>th</sup> day of October, 20 01, Martin Hunt  
personally appeared before me, who being by me duly sworn did say that he/she is the  
VP Operations of SF Phosphates L.C. and duly  
acknowledged that said instrument was signed on behalf of said company by authority  
of its bylaws or a resolution of its board of directors and said Martin Hunt  
duly acknowledged to me that said company executed the same.

Cindy R. Nelson  
Notary Public  
Residing at Brook Springs, Wyo - Sweetwater County

July 26, 2005  
My Commission Expires:

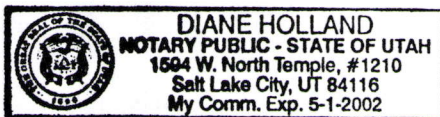


DIVISION OF OIL, GAS AND MINING:

By Lowell P Braxton 12/12/01  
Lowell P. Braxton, Director Date

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

On the 12 day of December, 2001, Lowell P. Braxton  
personally appeared before me, who being duly sworn did say that he/~~she~~, the said Lowell P. Braxton  
is the Director of the Division of Oil, Gas and  
Mining, Department of Natural Resources, State of Utah, and he/~~she~~ duly acknowl-  
edged to me that he/~~she~~ executed the foregoing document by authority of law on behalf  
of the State of Utah.



Diane Holland  
Notary Public  
Residing at: Salt Lake City, Utah

My Commission Expires: 5-1-2002

## ATTACHMENT "A"

SF Phosphates Limited Company  
Operator

Vernal Phosphate Mine  
Mine Name

M/047/007  
Permit Number

Uintah County, Utah

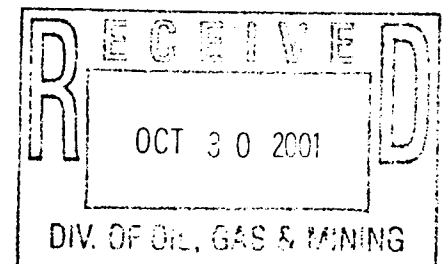
### LEGAL DESCRIPTION

*Include 1/4, 1/4, 1/4 sections, townships, ranges and any other descriptions that will legally determine where disturbed lands are located. Attach a topographic map of suitable scale (max. 1 inch = 500 feet; 1 inch = 200 feet or larger scale is preferred) showing township, range and sections and a clear outline of the disturbed area boundaries tied to this Reclamation Contract and surety.*

#### The detailed legal description of lands to be disturbed is:

Lands to be disturbed are in Uintah County, Utah and include portions of:

SE 1/4 Section 18, Township 2 South, Range 22 East, SLBM  
NE 1/4 Section 19, Township 2 South, Range 22 East, SLBM  
SE 1/4 Section 19, Township 2 South, Range 22 East, SLBM  
NE 1/4 Section 30, Township 2 South, Range 22 East, SLBM  
SE 1/4 Section 30, Township 2 South, Range 22 East, SLBM  
Section 31, Township 2 South, Range 22 East, SLBM  
SE 1/4 Section 36, Township 2 South, Range 32 East, SLBM  
  
NW 1/4 Section 17, Township 2 South, Range 22 East, SLBM  
SW 1/4 Section 17, Township 2 South, Range 22 East, SLBM  
Section 20, Township 2 South, Range 22 East, SLBM  
NE 1/4 Section 29, Township 2 South, Range 22 East, SLBM  
NW 1/4 Section 29, Township 2 South, Range 22 East, SLBM  
SW 1/4 Section 29, Township 2 South, Range 22 East, SLBM  
NW 1/4 Section 32, Township 2 South, Range 22 East, SLBM  
SW 1/4 Section 32, Township 2 South, Range 22 East, SLBM  
  
NE 1/4 Section 1, Township 3 South, Range 21 East, SLBM  
  
NW 1/4 Section 5, Township 3 South, Range 22 East, SLBM  
NW 1/4 Section 6, Township 3 South, Range 22 East, SLBM  
NE 1/4 Section 6, Township 3 South, Range 22 East, SLBM





# Surety Rider

To be attached to and form a part of:

Type of Bond: **Mining and Reclamation Bond**

Bond No.: \_\_\_\_\_

executed by: **SF Phosphates Limited Company**, as Principal

and by: **Travelers Casualty and Surety Company of America**, as Surety,

in favor of: **State of Utah**, as Obligee,

and effective: **December 17, 1993**

In consideration of the premium charged for the attached bond, it is hereby agreed to change:

**The Bond Amount:**

From: **Two Million Twenty Four Thousand and 00/100 Dollars (\$2,024,000.00\*\*\*)**

To: **Two Million Three Hundred Thirty Six Thousand and 00/100 Dollars (\$2,336,000.00\*\*\*)**

The attached bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified.

This rider is effective: **September 12, 2001**

Signed and Sealed: **September 12, 2001**

Principal: **SF Phosphates Limited Company**

By: M. D. Hunt VP Operations  
(Name/Title)

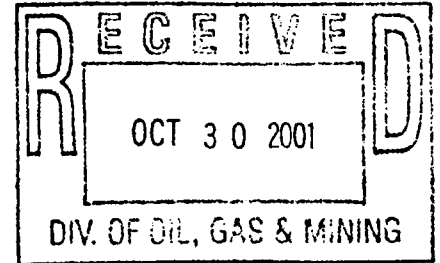
Surety: **Travelers Casualty and Surety Company of America**

By: Heidi Bockus  
Heidi Bockus Attorney-in-Fact

Accepted By: **State of Utah**

By: Lowell P. Braft  
(Name/Title)

Date: 12/12/01



TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA  
TRAVELERS CASUALTY AND SURETY COMPANY  
FARMINGTON CASUALTY COMPANY  
Hartford, Connecticut 06183-9062

**POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT**

**KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY,** corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: **Heidi Bockus, Jay A. Miley, Kathie L. Wieggers, Krista M. Stromberg, Patrick D. Dineen, Tevy Lor, Thomas J. Jochums, Suzanne Holden,** of Seattle, Washington, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

VOTED: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

**This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:**

VOTED: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 11th day of January 2001.

STATE OF CONNECTICUT

)SS. Hartford

COUNTY OF HARTFORD

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA  
TRAVELERS CASUALTY AND SURETY COMPANY  
FARMINGTON CASUALTY COMPANY



By

George W. Thompson  
Senior Vice President

On this 11th day of January, 2001 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.



My commission expires June 30, 2001 Notary Public  
Marie C. Tetreault

#### CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 12th day of September, 2001.



By

Kori M. Johanson  
Assistant Secretary, Bond

m/47/007

## Rider No. 2

To be attached to and form a part of:

Type of Bond: **Mining and Reclamation Bond**

Bond No.: \_\_\_\_\_

executed by: **SF Phosphates Limited Company**, as Principal

and by: **Travelers Casualty and Surety Company of America**, as Surety,

in favor of: **State of Utah**, as Obligee,

and effective: **December 17, 1993**

Now, Therefore, it is agreed that:

**Obligee's name to read:**

**State of Utah, Division of Oil, Gas and Mining and Department of Interior Bureau of Land Management**

and

**The bond amount to read:**

**Two Million Three Hundred Thirty Six Thousand and No/100 (\$2,336,000.00)**

Of which \$53,040 is designated for reclamation or disturbance on Bureau of Land Management Lands.

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

This rider is effective: **November 6, 2001**

Signed and Sealed: **November 6, 2001**

Principal: **SF Phosphates Limited Company**

By: M. D. Hunt MARTIN D. HUNT / Pres.  
(Name/Title)

Surety: **Travelers Casualty and Surety Company of America**

By: Heidi Bockus  
**Heidi Bockus, Attorney-in-Fact**

Accepted By: **State of Utah, Division of Oil, Gas and Mining and** *m* *43*  
**Department of Interior Bureau of Land Management**

By: Samuel P Braft 12/12/01  
Director (Name/Title) *SB*

Date: \_\_\_\_\_

**TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA  
TRAVELERS CASUALTY AND SURETY COMPANY  
FARMINGTON CASUALTY COMPANY  
Hartford, Connecticut 06183-9062**

**POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT**

**KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: Heidi Bockus, Jay A. Miley, Kathie L. Wieggers, Krista M. Stromberg, Patrick D. Dineen, Tevy Lor, Thomas J. Jochums, Suzanne Holden, of Seattle, Washington, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.**

**This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:**

**VOTED:** That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

**VOTED:** That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

**VOTED:** That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

**This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:**

**VOTED:** That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 11th day of January 2001.

STATE OF CONNECTICUT

}SS. Hartford

COUNTY OF HARTFORD

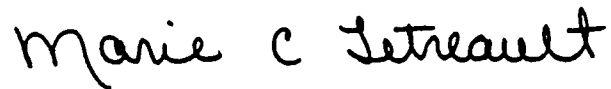
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA  
TRAVELERS CASUALTY AND SURETY COMPANY  
FARMINGTON CASUALTY COMPANY



By   
George W. Thompson  
Senior Vice President

On this 11th day of January, 2001 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.






My commission expires June 30, 2001 Notary Public  
Marie C. Tetreault

#### CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 6th day of November, 2001.



By   
Kori M. Johanson  
Assistant Secretary, Bond



**SURETY BOND ENDORSEMENT**

TO: STATE OF UTAH  
*Department of Natural Resources  
Division of Oil, Gas & Mining  
355 West North Temple  
3 Triad Center, Suite 350  
Salt Lake City, Utah 84180-1203*

RE: Bond Principal: SF Phosphates Limited Company  
Obligee : *State of Utah*  
Surety: *United Pacific Insurance Company*  
Surety Bond Number: [REDACTED]  
Bond Amount: *\$2,024,000*  
Type of Bond: *Mining and Reclamation Bond*

The purpose of this Rider is to:

☒ **CHANGE BOND NUMBER**

Upon execution of this Surety Bond Endorsement by all parties hereto, surety bond number \_\_\_\_\_ is changed to [REDACTED]

☒ **CHANGE SURETY COMPANY**

Effective (12/17/2000), Travelers Casualty and Surety Company of America ("Travelers") replaces United Pacific Insurance Company ("Reliance") as surety on the above referenced bond and, accordingly, agrees to be bound by the terms of the above-referenced bond and to perform all of Reliance's obligations thereunder as if the above-referenced bond had originally been issued by Travelers. The termination of liability under the Reliance bond is a condition precedent to the change of surety. Upon execution of this Surety Bond Endorsement by all parties hereto, Reliance shall have no further obligation or liability under the above-referenced bond.

Signed, sealed and dated this 28th day of December, 2000.

**Travelers Casualty and Surety Company of America**

By: Heidi Bockus  
*Heidi Bockus*  
Attorney-in-Fact

**United Pacific Insurance Company**

By: Heidi Bockus  
*Heidi Bockus*  
Attorney-in-Fact

**TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA  
TRAVELERS CASUALTY AND SURETY COMPANY  
FARMINGTON CASUALTY COMPANY  
Hartford, Connecticut 06183-9062**

**POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT**

**KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: Heidi Bockus, Jay A. Miley, Kathie L. Wieggers, Krista M. Stromberg, Patrick D. Dineen, Tevy Lor, Thomas J. Jochums, Suzanne Holden, of Seattle, Washington, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.**

**This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:**

**VOTED:** That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

**VOTED:** That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

**VOTED:** That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

**This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:**

**VOTED:** That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.



IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 11th day of January 2001.

STATE OF CONNECTICUT

} SS. Hartford

COUNTY OF HARTFORD

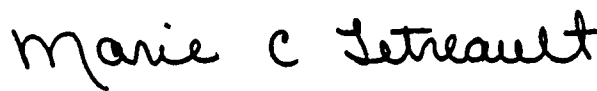
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA  
TRAVELERS CASUALTY AND SURETY COMPANY  
FARMINGTON CASUALTY COMPANY



By   
George W. Thompson  
Senior Vice President

On this 11th day of January, 2001 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.



  
My commission expires June 30, 2001 Notary Public  
Marie C. Tetreault

#### CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 28th day of December, 2000.



By   
Kori M. Johanson  
Assistant Secretary, Bond

**RELIANCE SURETY COMPANY  
UNITED PACIFIC INSURANCE COMPANY**

**RELIANCE INSURANCE COMPANY  
RELIANCE NATIONAL INDEMNITY COMPANY**

ADMINISTRATIVE OFFICE, PHILADELPHIA, PENNSYLVANIA

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that RELIANCE SURETY COMPANY is a corporation duly organized under the laws of the State of Delaware, and that RELIANCE INSURANCE COMPANY and UNITED PACIFIC INSURANCE COMPANY, are corporations duly organized under the laws of the Commonwealth of Pennsylvania and that RELIANCE NATIONAL INDEMNITY COMPANY is a corporation duly organized under the laws of the State of Wisconsin (herein collectively called "the Companies"), and that the Companies by virtue of signature and seals do hereby make, constitute and appoint Patrick D. Dineen, Heidi Bockus, Krista M. Stromberg, Tevy Lor, Daniel J. Ashburn, Thomas J. Jochums, Kathie L. Wieggers, Terie L. Sariego, Jay A. Miley, of Seattle, Washington their true and lawful Attorney(s)-in-Fact, to make, execute, seal and deliver for and on their behalf, and as their act and deed any and all bonds and undertakings of suretyship and to bind the Companies thereby as fully and to the same extent as if such bonds and undertakings and other writings obligatory in the nature thereof were signed by an Executive Officer of the Companies and sealed and attested by one other of such officers, and hereby ratifies and confirms all that their said Attorney(s)-in-Fact may do in pursuance hereof.

This Power of Attorney is granted under and by the authority of Article VII of the By-Laws of RELIANCE SURETY COMPANY, RELIANCE INSURANCE COMPANY, UNITED PACIFIC INSURANCE COMPANY, and RELIANCE NATIONAL INDEMNITY COMPANY which provisions are now in full force and effect, reading as follows:

**ARTICLE VII - EXECUTION OF BONDS AND UNDERTAKINGS**

1. The Board of Directors, the President, the Chairman of the Board, any Senior Vice President, any Vice President or Assistant Vice President or other officer designated by the Board of Directors shall have power and authority to (a) appoint Attorney(s)-in-Fact and to authorize them to execute on behalf of the Company, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof, and (b) to remove any such Attorney(s)-in-Fact at any time and revoke the power and authority given to them.

2. Attorney(s)-in-Fact shall have power and authority, subject to the terms and limitations of the Power of Attorney issued to them, to execute and deliver on behalf of the Company, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof. The corporate seal is not necessary for the validity of any bonds and undertakings recognizances, contracts of indemnity and other writings obligatory in the nature thereof.

3. Attorney(s)-in-Fact shall have power and authority to execute affidavits required to be attached to bonds, recognizances, contracts of indemnity or other conditional or obligatory undertakings and they shall also have power and authority to certify the financial statement of the Company and to copies of the By-Laws of the Company or any article or section thereof.

This Power of Attorney is signed and sealed by facsimile under and by authority of the following resolution adopted by the Executive and Finance Committees of the Boards of Directors of Reliance Insurance Company, United Pacific Insurance Company and Reliance National Indemnity Company by Unanimous Consent dated as of February 28, 1994 and by the Executive and Financial Committee of the Board of Directors of Reliance Surety Company by Unanimous Consent dated as of March 31, 1994.

"Resolved that the signatures of such directors and officers and the seal of the Company may be affixed to any such Power of Attorney or any certificates relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such Power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company, in the future with respect to any bond or undertaking to which it is attached."

IN WITNESS WHEREOF, the Companies have caused these presents to be signed and their corporate seals to be hereto affixed, this September 29, 1999.



RELIANCE SURETY COMPANY  
RELIANCE INSURANCE COMPANY  
UNITED PACIFIC INSURANCE COMPANY  
RELIANCE NATIONAL INDEMNITY COMPANY

*Mark W. Alsop*

STATE OF Washington }  
COUNTY OF King } ss.

On this, September 29, 1999, before me, Laura L. Santos, personally appeared Mark W. Alsop, who acknowledged himself to be the Vice President of the Reliance Surety Company, Reliance Insurance Company, United Pacific Insurance Company, and Reliance National Indemnity Company and that as such, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as its duly authorized officer.

In witness whereof, I hereunto set my hand and official seal.

Notary Public  
State of Washington

Laura L. Santos

My Appointment Expires 03-05-01

*Laura L. Santos*  
Notary Public in and for the State of Washington  
Residing at Puyallup

I, Robyn Layng, Assistant Secretary of RELIANCE SURETY COMPANY, RELIANCE INSURANCE COMPANY, UNITED PACIFIC INSURANCE COMPANY, and RELIANCE NATIONAL INDEMNITY COMPANY do hereby certify that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seals of said Companies this 28th day of December year of 2000.



*Robyn Layng*  
Assistant Secretary

## EXHIBIT "B"

October 1991

Bond Number \_\_\_\_\_  
Permit Number M/047/007  
Mine Name Vernal Phosphate Opns

STATE OF UTAH  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS and MINING

355 West North Temple  
3 Triad Center, Suite 350  
Salt Lake City, Utah 84180-1203  
(801) 538-5340

## THE MINED LAND RECLAMATION ACT

## SURETY BOND

\*\*\*\*\*

The undersigned SF Phosphates Limited Company,  
as Principal, and UNITED PACIFIC INSURANCE COMPANY,  
as Surety, hereby jointly and severally bind ourselves, our heirs,  
administrators, executors, successors and assigns, jointly and  
severally, unto the State of Utah, Division of Oil, Gas and Mining  
(Division) in the penal sum of Two Million Twenty Four Thousand Dollars  
dollars (\$ 2,024,000 ).

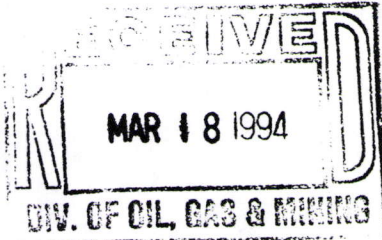
Principal has estimated in the Mining and Reclamation Plan approved  
by the Division on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, that \_\_\_\_\_  
acres of land will be disturbed by mining operation in the State of  
Utah.

A description of the disturbed land is attached hereto as "Attachment  
1"

The condition of this obligation is that if the Division determines  
that Principal has satisfactorily reclaimed the disturbed lands in  
accordance with approved Mining and Reclamation Plan and has faithfully  
performed all requirements of the Mined Land Reclamation Act, and  
complied with the Rules and Regulations adopted in accordance therewith,  
then this obligation shall be void; otherwise it shall remain in full  
force and effect.

If the Mining and Reclamation Plan provides for periodic partial  
reclamation of the disturbed lands, and if the lands are reclaimed in  
accordance with such Plan, Act and regulations, then Principal may apply  
for a reduction in the amount of this Surety Bond.

In the converse, if the Mining and Reclamation Plan provides for a  
gradual increase in the area disturbed or the extent of disturbance,  
then, the Division may require that the amount of this Surety Bond be  
increased, with the written approval of the Surety.





Bond Number \_\_\_\_\_  
Permit Number M/047/007  
Mine Name Vernal Phosphate Operation

This bond may be canceled by Surety after ninety (90) days following receipt by the Division and Principal of written notice of such cancellation. Surety's liability shall then, at the expiration of said ninety (90) days, cease and terminate except that Surety will remain fully liable for all reclamation obligations of the Principal incurred prior to the date of termination.

Principal and Surety and their successors and assigns agree to guarantee said obligation and to indemnify, defend and hold harmless the Division from any and all expenses (including attorney fees) which the Division may sustain in the collection of sums due hereunder.

Surety will give prompt notice to Principal and to the Division of the filing of any petition or the commencement of any proceeding relating to the bankruptcy, insolvency, reorganization, or adjustment of the debts of Surety, or alleging any violation or regulatory requirements which could result in suspension or revocation of the Surety's license to do business.

IN WITNESS WHEREOF, the Principal and Surety hereunto set their signatures and seals as of the dates set forth below.

Date 3/17/93

SF Phosphates Limited Company  
Principal (Permittee)

By (Name Typed): James Williams

Title: Vice President

Signature: 

Date December 17, 1993

UNITED PACIFIC INSURANCE COMPANY  
Surety

By (Name Typed): Andrea L. Berry

Title: Attorney-in-Fact

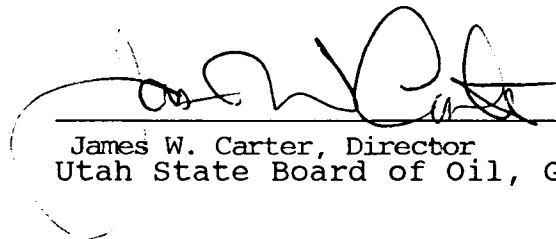
Signature: 

Page 3  
MR-5  
Exhibit B

Bond Number \_\_\_\_\_  
Permit Number M/047/007  
Mine Name Vernal Phosphates Operation

SO AGREED this 28th day of April, 1994.

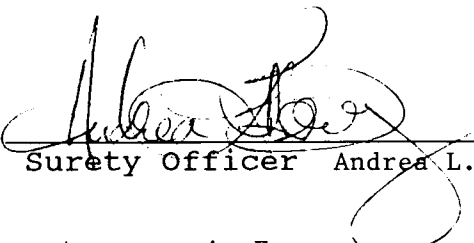
AND APPROVED AS TO FORM AND AMOUNT OF SURETY:

  
James W. Carter, Director  
Utah State Board of Oil, Gas and Mining

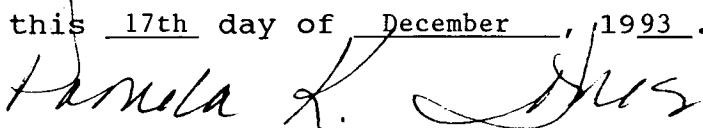
\*NOTE: Where one signs by virtue of Power of Attorney for a Surety, such Power of Attorney must be filed with this bond. If the Operator is a corporation, the bond shall be executed by its duly authorized officer.

**AFFIDAVIT OF QUALIFICATION**

Andrea L. Berry, being first duly sworn, on oath deposes and says that he/she is the (officer or agent) Attorney-in-Fact of said Surety, and that he/she is duly authorized to execute and deliver the foregoing obligations; that said Surety is authorized to execute the same and has complied in all respects with the laws of Utah in reference to becoming sole surety upon bonds, undertaking and obligations.

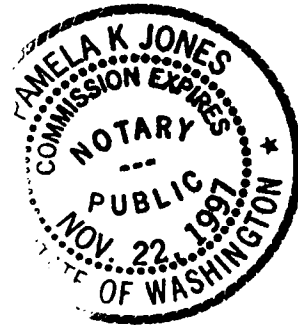
Signed:   
Surety Officer Andrea L. Berry  
Title: Attorney-in-Fact

Subscribed and sworn to before me this 17th day of December, 1993.

  
Notary Public  
Residing at: Seattle, WA

My Commission Expires:

11-22, 19 97



**"ATTACHMENT 1"**

SF Phosphates Limited Company Vernal Phosphate Operation  
Operator Mine Name

M/047/007 Uintah County, Utah  
Permit Number

**The legal description of lands to be disturbed is:**

Lands to be disturbed are in Uintah County, Utah and  
include portions of:

SE 1/4 Section 18, Township 2 South, Range 22 East, SLBM  
NE 1/4 Section 19, Township 2 South, Range 22 East, SLBM  
SE 1/4 Section 19, Township 2 South, Range 22 East, SLBM  
NE 1/4 Section 30, Township 2 South, Range 22 East, SLBM  
SE 1/4 Section 30, Township 2 South, Range 22 East, SLBM  
Section 31, Township 2 South, Range 22 East, SLBM  
SE 1/4 Section 36, Township 2 South, Range 21 East, SLBM  
  
NW 1/4 Section 17, Township 2 South, Range 22 East, SLBM  
SW 1/4 Section 17, Township 2 South, Range 22 East, SLBM  
Section 20, Township 2 South, Range 22 East, SLBM  
NE 1/4 Section 29, Township 2 South, Range 22 East, SLBM  
NW 1/4 Section 29, Township 2 South, Range 22 East, SLBM  
SW 1/4 Section 29, Township 2 South, Range 22 East, SLBM  
NW 1/4 Section 32, Township 2 South, Range 22 East, SLBM  
SW 1/4 Section 32, Township 2 South, Range 22 East, SLBM  
  
NE 1/4 Section 1, Township 3 South, Range 21 East, SLBM  
  
NW 1/4 Section 5, Township 3 South, Range 22 East, SLBM  
NW 1/4 Section 6, Township 3 South, Range 22 East, SLBM  
NE 1/4 Section 6, Township 3 South, Range 22 East, SLBM

See Attached Map  
Titled Map A

# UNITED PACIFIC INSURANCE COMPANY

HEAD OFFICE, FEDERAL WAY, WASHINGTON

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That the UNITED PACIFIC INSURANCE COMPANY, a corporation duly organized under the laws of the State of Washington, does hereby make, constitute and appoint

ANDREA L. BERRY of SEATTLE, WASHINGTON-----

its true and lawful Attorney-in-Fact, to make, execute, seal and deliver for and on its behalf, and as its act and deed

ANY AND ALL BONDS AND UNDERTAKINGS OF SURETYSHIP-----

and to bind the UNITED PACIFIC INSURANCE COMPANY thereby as fully and to the same extent as if such bonds and undertakings and other writings obligatory in the nature thereof were signed by an Executive Officer of the UNITED PACIFIC INSURANCE COMPANY and sealed and attested by one other of such officers, and hereby ratifies and confirms all that its said Attorney(s)-in-Fact may do in pursuance hereof.

This Power of Attorney is granted under and by authority of Article VII of the By-Laws of UNITED PACIFIC INSURANCE COMPANY which became effective September 7, 1978, which provisions are now in full force and effect, reading as follows:

### ARTICLE VII — EXECUTION OF BONDS AND UNDERTAKINGS

1. The Board of Directors, the President, the Chairman of the Board, any Senior Vice President, any Vice President or Assistant Vice President or other officer designated by the Board of Directors shall have power and authority to (a) appoint Attorneys-in-Fact and to authorize them to execute on behalf of the Company, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof, and (b) to remove any such Attorney-in-Fact at any time and revoke the power and authority given to him.

2. Attorneys-in-Fact shall have power and authority, subject to the terms and limitations of the power of attorney issued to them, to execute and deliver on behalf of the Company, bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof. The corporate seal is not necessary for the validity of any bonds and undertakings, recognizances, contracts of indemnity and other writings obligatory in the nature thereof.

3. Attorneys-in-Fact shall have power and authority to execute affidavits required to be attached to bonds, recognizances, contracts of indemnity or other conditional or obligatory undertakings and they shall also have power and authority to certify the financial statement of the Company and to copies of the By-Laws of the Company or any article or section thereof.

This power of attorney is signed and sealed by facsimile under and by authority of the following Resolution adopted by the Board of Directors of UNITED PACIFIC INSURANCE COMPANY at a meeting held on the 5th day of June, 1979, at which a quorum was present, and said Resolution has not been amended or repealed:

"Resolved, that the signatures of such directors and officers and the seal of the Company may be affixed to any such power of attorney or any certificate relating thereto by facsimile, and any such power of attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached."

IN WITNESS WHEREOF, the UNITED PACIFIC INSURANCE COMPANY has caused these presents to be signed by its Vice President, and its corporate seal to be hereto affixed, this 7 day of July 19 92

UNITED PACIFIC INSURANCE COMPANY



*David C. Curtis*  
Vice President

STATE OF Washington }  
COUNTY OF King } ss.

On this 7 day of July, 1992, personally appeared Lawrence W. Carlstrom

to me known to be the Vice-President of the UNITED PACIFIC INSURANCE COMPANY, and acknowledged that he executed and attested the foregoing instrument and affixed the seal of said corporation thereto, and that Article VII, Section 1, 2, and 3 of the By-Laws of said Company and the Resolution, set forth therein, are still in full force.

My Commission Expires:

March 5, 1996



*Kimberly Greenwood*  
Notary Public in and for State of Washington  
Residing at Puyallup

I, Marjorie S. Hansen, Assistant Secretary of the UNITED PACIFIC INSURANCE COMPANY, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney executed by said UNITED PACIFIC INSURANCE COMPANY, which is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company this 17th day of December 19 93



Assistant Secretary

*Marjorie S. Hansen*  
Marjorie S. Hansen